



1-182A114

GE Transportation  
Systems

Michael J. Baughman  
Counsel

General Electric Company  
2901 East Lake Road Erie, PA 16531  
814 875-3044 Fx: 814 875-2724

June 28, 1991

VIA FEDERAL EXPRESS

17405

JUL 1 1991 3 45 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Room 2302  
Washington, D.C. 20423

**Subject: Recordation of Memorandum of Master  
Locomotive Lease Agreement**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are duplicate originals of a Memorandum of Master Locomotive Lease Agreement, dated June 27, 1991, but effective as of March 8, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Memorandum of Master Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

LESSEE: The Atchison, Topeka and Santa  
Fe Railway Company  
1700 East Golf Road  
Schaumburg, Illinois 60173-5860

A general description of the railroad locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

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The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return one original of the enclosed document, stamped to evidence filing with the Commission, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

**PRIMARY DOCUMENT**

Memorandum of Master Locomotive Lease Agreement, dated June 27, 1991, but effective as of March 8, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), relating to two General Electric Diesel Electric Locomotives, bearing the identifying marks "ATSF" on the sides and having Road Nos. 7489 and 7495.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael J. Baughman". The signature is written in a cursive, flowing style.

cc: D. C. Taylor

Enclosures

## **SCHEDULE I**

### **Description of Locomotives**

<b><u>Type of Equipment</u></b>	<b><u>Number</u></b>	<b><u>Identifying Marks</u></b>	<b><u>Road Numbers</u></b>
General Electric Diesel Electric Locomotives	Two	Marked "ATSF" on both sides of locomotives	7489 7495

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/3/91

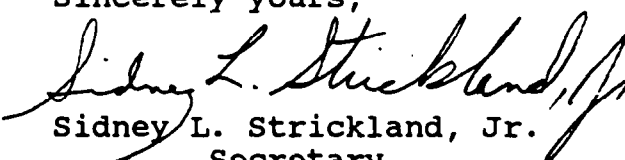
OFFICE OF THE SECRETARY

Michael J. Baughman  
General Electric Company  
2901 East Lake Road  
Building 14-5  
Eric PA. 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/91 at 3:45pm, and assigned recordation number(s). 17405

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

**MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT**

On the 27th day of June, 1991, but effective as of March 8, 1991, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation with offices at 1700 East Golf Road, Schaumburg, Illinois 60173-5860 ("Lessee"), entered into a Master Locomotive Lease Agreement, together with an attached Locomotive Lease Schedule by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

**LOCOMOTIVE LEASE SCHEDULE NUMBER ATSF 91-1**

**Road Number**

7489  
7495

**Model**

B36-7  
B36-7

17405  
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INTERSTATE COMMERCE COMMISSION

**GENERAL ELECTRIC COMPANY**

By: Dennis C. Taylor

Name Dennis C. Taylor

Title Mgr. - Locomotive Leasing

**THE ATCHISON, TOPEKA AND SANTA  
FE RAILWAY COMPANY**

By: D.M. Sizemore

Name D.M. Sizemore

Title ASST VP & CMO

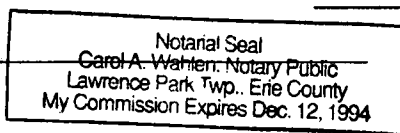
**Commonwealth of Pennsylvania }**

**County of Erie }**

On this, the 27th day of June, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: \_\_\_\_\_



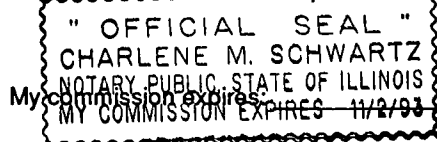
Carol A. Wahlen  
Notary Public

**State of Illinois }**

**County of Cook }**

On this, the 27th day of June, 1991, before me, the undersigned officer, personally appeared D.M. Sizemore, who acknowledged himself to be the ASST. V.P. & Chief Mech. Officer of The Atchison, Topeka and Santa Fe Railway Company, a corporation, and that he as ASST. V.P. & CMO, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as D.M. Sizemore, ASST. V.P. & CMO.

In witness whereof, I hereunto set my hand and official seal.



Charlene M. Schwartz  
Notary Public